

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : JONAS & SILBERMAN, P.A.
Account Number : I19980000103
Phone : (305) 866-7621
Fax Number : (305) 866-7063

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

The Shutterbug Collection, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE SHUTTERBUG COLLECTION, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is The Shutterbug Collection, Inc.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 1500 S. Dixie Highway, Suite #300, Coral Gables, FL 33146, and the name of its initial registered agent at such address is Charles E. Jacoby. The principal office and mailing address of the corporation is 1500 S. Dixie Highway, Suite #300, Coral Gables, FL 33146.

This instrument prepared by:

Daniel E. Jonas, Esq.

JONAS & SILBERMAN, P.A.

300 71st Street, Suite #405

Miami Beach, FL 33141

Tel: (305) 868-8829

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ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are three. The names and addresses of the persons who are to serve as members of the initial Board of Directors are as follows:

Charles E. Jacoby
1500 S. Dixie Highway, Suite #300
Coral Gables, FL 3346

Robert Hunter, Jr.
1500 S. Dixie Highway, Suite #300
Coral Gables, FL 3346

Susan Hunter
1500 S. Dixie Highway, Suite #300
Coral Gables, FL 3346

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

Daniel E. Jonas, Esq.
Jonas & Silberman, P.A.
300-71 Street, Suite #405
Miami Beach, FL 33141

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 13th day of January, 1999.



DANIEL E. JONAS

STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared DANIEL E. JONAS, who

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01/14/1999 10:15 3058667063

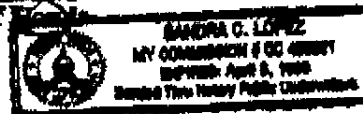
JONAS & SILBERMAN, PA
STORKAVENUE
JONAS & SILBERMAN, PA

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acknowledged before me that he is the subscriber to these Articles of Incorporation and he acknowledged that he has signed same on this 13th day of January, 1999, and who did take an oath.

Sandra C. Lopez
Notary Public at Large, State of Florida
My commission expires:



ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, CHARLES E. JACOBY, and hereby acknowledges his appointment as the registered agent of The Shutterburg Collection, Inc., a Florida corporation, and he is familiar with, and accepts, the obligations of that position.

[Signature]

CHARLES E. JACOBY

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